

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE MERRILL LYNCH & CO., INC.
SECURITIES, DERIVATIVE AND ERISA
LITIGATION

Master File No. 07 CV 9633 (LBS)(AJP)(DFE)
ECF CASE

This document relates to:

ERISA ACTION

No. 07 CV 10268 (LBS)(AJP)(DFE)

**DECLARATION OF STUART J. BASKIN IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS CONSOLIDATED AMENDED COMPLAINT**

STUART J. BASKIN, under penalty of perjury, declares as follows:

1. I am an attorney admitted to the Bar of the State of New York and the Bar of this Court and a member of the law firm of Shearman & Sterling LLP, counsel for the Investment Committee Defendants, Administrative Committee Defendants and Senior Vice President, Human Resources Defendants.

2. I submit this declaration in support of defendants' Motion to Dismiss the Consolidated Amended Complaint, filed in the above-captioned action, and to transmit to the Court true and correct copies of the following documents that this Court may consider in connection with its determination of the Motion.

Exhibit A: The Merrill Lynch & Co., Inc. 401(k) Savings & Investment Plan

Exhibit B: Summary Plan Description of the Merrill Lynch & Co., Inc. 401(k) Savings & Investment Plan

Exhibit C: The Merrill Lynch & Co., Inc. Retirement Accumulation Plan

Exhibit D: Summary Plan Description of the Merrill Lynch & Co., Inc. Retirement Program

- Exhibit E: Descriptions of Investment Choices for the 401(k) Savings & Investment Plan and Retirement Program
- Exhibit F: The Merrill Lynch & Co., Inc. Employee Stock Ownership Plan
- Exhibit G: Excerpts from Jennifer E. Bethel et al., Law and Economic Issues in Subprime Litigation, The Harvard John M. Olin Center for Law, Econ., and Bus., Discussion Paper 03/2008
- Exhibit H: Merrill Lynch & Co., Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission ("SEC") on April 19, 2007
- Exhibit I: Merrill Lynch & Co., Inc.'s Current Report on Form 8-K, filed with the SEC on July 17, 2007
- Exhibit J: Excerpts from the International Monetary Fund's April 2007 Global Financial Stability Report
- Exhibit K: Emily Kaiser, Paulson Sees U.S. Housing Downturn Near End, Reuters, July 2, 2007
- Exhibit L: Merrill Lynch & Co., Inc.'s Current Report on Form 8-K, filed with the SEC on January 17, 2008
- Exhibit M: Historical stock prices for (i) September 25, 2006 to May 6, 2008 for each of the Bank of America Corporation; Citigroup Inc.; Lehman Brothers Holdings Inc.; Merrill Lynch & Co., Inc.; Morgan Stanley; and UBS AG, as reported by Bloomberg; and (ii) third quarter of 1998 for Merrill Lynch & Co., Inc. and Morgan Stanley, as reported by Bloomberg
- Exhibit N: Peter Coy, Failed Wizards of Wall Street, BusinessWeek, September 21, 1998.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 21, 2008 in New York, New York.

/s/ Stuart J. Baskin
Stuart J. Baskin